

Note to DASC Members: A strikethrough, underline or redline of the underlying portion of the below-referenced Bylaws designates the proposed amendments for consideration and approval at the AGM on June 19, 2019.

**DAKOTA ALLIANCE SOCCER CLUB
AMENDED AND RESTATED BYLAWS**

***ARTICLE I
NAME AND DURATION***

1. Name. The name of this organization shall be the Dakota Alliance Soccer Club which (herein called the "Club") is a non-profit corporation organized and existing under the laws of the State of South Dakota.
2. Duration. The duration of this non-profit corporation shall be perpetual.
3. Registered Office and Agent. The address of the registered office and of the registered agent is 401 West 39th Street, Sioux Falls, South Dakota, 57105; and the name of the registered agent shall be the ~~Executive~~ Director of Business Operations or such other person as the Board of Directors shall select.

***ARTICLE II
PURPOSE***

The purpose of the Club shall be:

1. to develop, govern and promote the game of soccer among all participants (players, coaches and referees) within the jurisdiction of the Club;
2. to teach good sportsmanship, knowledge and techniques of the game and mental alertness;
3. to promote health of mind and body;
4. to sponsor, organize and govern regularly scheduled games among teams of its member organizations;
5. to facilitate opportunities for recreational and competitive games and tournaments for teams within the Club;
6. to promote the development of all players to the full extent of their abilities and interest; and
7. to establish uniform rules and regulations for its member teams and organizations consistent with the principles and laws of the Federation International de Football Association (FIFA).

ARTICLE III
ADMINISTRATIVE AUTHORITY

1. Governed. The Club's Board of Directors shall be governed by its Bylaws, Rules, Regulations and Policies.
2. Authority. The Club's Board of Directors shall have the authority to issue policies or instructions necessary to interpret, clarify or further define its Bylaws, Rules and Regulations and Policies.

ARTICLE IV
GENERAL ADMINISTRATION

This Club shall operate under a central concept in all phases of administering soccer within its jurisdiction. It shall have jurisdiction over all intra club matters within the Club and over all matters outside the Club concerning the Club, any member of its member clubs or any of the teams or players, coaches and referees within the member clubs.

ARTICLE V
MEMBERSHIP

1. Members. Players, coaches, and administrators are general members of the Club.
2. Voting. For purposes of the annual general membership meeting (the "AGM"), the voting members of the Club shall include: (i) all recreational coaches of record or their designee, (ii) an unpaid representative from each competitive team (based on roster size for each age group) which representative shall by default be the team manager or his or her designee, (iii) one representative for every ten (10) participants in the Academy Program to be designated by the Director of the Academy Program following a meeting of the parents of Academy participants and (iv) members of the Board of Directors. In the event a recreational coach or competitive team manager chooses to utilize a designee for purposes voting at the AGM, they shall notify the ~~Executive~~ Director of Soccer Operations of the designation in writing no less than seven (7) days in advance of the meeting. The Director of the Academy Program shall likewise notify the ~~Executive~~ Director of Soccer Operations of the names of the Academy designees no less than seven (7) days in advance of the meeting. The ~~Executive~~ Director of Soccer Operations shall forward all information regarding designees to the Board Secretary no less than five (5) days before the meeting. Notwithstanding the foregoing, no single person at the AGM will be eligible to cast more than one vote per contested matter. For example, even if an individual serves as a team manager for a competitive team and is a recreational coach or member of the Board of Directors, they will only be eligible to cast one vote at the meeting per contested matter. Any disputes regarding voting eligibility shall be resolved by a majority vote of the Board of Directors. No proxy voting will be allowed at the AGM.

3. Removal. Members whose activities damage the interests of the Club or which attempt to circumvent a decision rendered by the Club shall be subject to disciplinary action by the Board. The Board shall have the power to discharge a member or to take disciplinary action as deemed appropriate.

ARTICLE VI AMENDMENT OF BYLAWS

1. Amendments. Proposed changes or amendments to the Bylaws must be submitted in writing to the Club's Secretary at least 60 days prior to the annual general membership meeting ("AGM") upon which they are to be acted. Proposed amendments can be submitted by any member in good standing.

2. Notice. The Club's Secretary shall notify each voting member of the Club at least 30 days prior to the AGM by mailing out or making such notice available electronically such proposed changes or amendments.

3. Vote. Proposed changes or amendments to the by Bylaws must be approved by a simple majority of the voting membership in attendance at the Club's AGM.

4. Recording Amendments. All approved changes or amendments shall be duly noted in the AGM minutes.

ARTICLE VII BOARD OF DIRECTORS

1. General Powers. The property, business, and affairs of the Club shall be managed and controlled by its Board of Directors.

2. Classifications of Board. Beginning in 2020, Tthe Board of Directors shall consist of not less than ~~thirteen~~eleven (13) members, with the final number of members to be determined by ~~Resolution~~resolution of the Board. The ~~Executive~~ Director of Soccer Operations and Director of Business Operations shall be a non-voting ex officio member of the Board of Directors. At each AGM, three of the Directors ("At Large Directors") will be elected ~~Three "At Large Directors" shall be elected~~ by a majority of the members in attendance at the Club's AGM. The remaining ~~members~~Directors will be elected by a majority of the Directors in attendance at the ~~Board of Directors~~AGM. Directors so elected shall hold office for a three-year term or until their successors shall be elected and qualified. No person shall be elected to more than two consecutive terms as a director.

3. Qualifications. Members of the Board of Directors should possess the basic qualities of honesty, integrity, prudence, a sense of justice and sound moral character. The Directors shall be committed to serving the best interests of the soccer community; should have the ability to conceptualize, to think and judge objectively and to maintain confidentiality in matters of a personal or confidential nature.

The Board of Directors shall comprise a composite of individuals possessing various qualifications and competencies, shall consist of persons who possess technical, educational, managerial, financial, legal, political, engineering and other desirable competencies.

4. Nominations. Prior to the last regular meeting of the Board of Directors preceding the annual meeting, the President shall form an ad hoc committee from among the general Club membership, including the Board of Directors. The nominating committee shall nominate qualified persons to fill the vacancies on the Board of Directors. Additional nominations shall be taken from the floor of the Club's AGM if such candidates meet with aforementioned qualifications and are members in good standing with the Club.

The nominating committee shall also nominate qualifying persons to serve in the respective offices of the Club. The nominating committee shall submit its report to the Board of Directors at the last regular meeting of the Board immediately preceding the annual meeting, at which time further nominations may be made.

5. Vacancies. Whenever a vacancy shall occur in the Board of Directors, by reason of death, removal, resignation or otherwise, it may be filled by the affirmative vote of a majority of the remaining Directors for the balance of the unexpired term of the predecessor in office. If the amount of time a board member filling a vacancy serves is less than 50% of the predecessor's unexpired three-year term, the replacement board member will not be considered to have served a full term of office. Thus, he/she will be eligible, upon completion of his/her replacement term, for election to two consecutive terms. If the amount of replacement time exceeds 50% of the predecessor's unexpired three-year term, the replacement board member is considered to have served a full term of office and will thus be eligible for election for one additional term. In the case of an increase in the number of Directors, the vacancies thus created shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

6. Removal from Office. Any Director may be removed from office for cause by a majority vote of those Directors present at any annual, regular or special meeting of the Board of Directors at which time a quorum is present. Absence from four (4) consecutive meetings of the Board of Directors shall be deemed to be a cause for which a Director may be subject to removal from office.

7. Conflict of Interest. Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that disclosure was made, abstention from voting, and the quorum situation.

The foregoing requirements should not be construed as preventing the Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members since his/her knowledge may be of great assistance.

8. Rights and Liabilities of Directors. No Director of the Club shall have any right, title, or interest in or to any income, property, or assets of the Club either prior to or at the time of any liquidation or dissolution of the Club, all of which income, property, and assets shall at the time of any liquidation or dissolution be transferred as provided in the Articles of Incorporation of the Club.

The private property of the Directors shall be exempt from execution or other liability for any debts of the Club and no Director shall be liable or responsible for any debts or liabilities of the Club.

9. Annual Meetings. The AGM of the Club shall be during the fourth quarter of the Club's fiscal year ~~at which time for~~ the election of the Directors ~~selected by the membership (three positions)~~ and ~~for~~ the transaction of such other business as may be brought before the meeting will be held. An annual meeting of the Board of Directors will also be held after the AGM for the election of the ~~remaining Directors~~, Officers and members of the Executive Committee.

10. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at a time and place agreed upon in advance.

11. Special Meetings. Special meetings of the Board of Directors may be called by order of the President or by one-third of the Directors then in office.

12. Location and Notice of Meetings. All annual, regular and special meetings of the Board of Directors shall be held at the principal place of business of the Club unless some other location is designated in the notice of any such meeting. Written or electronic notice of annual and regular meetings of the Board of Directors shall be given to each Director at least five (5) days in advance of the meeting. Notice of special meetings of the Board, which shall state in general terms the purposes for which the meeting is to be held, shall be given to each Director in writing or electronic at least two (2) days prior to the meeting or by telephoning the same at least one (1) day before the meeting. The President shall provide an agenda to the Directors for any regularly scheduled Board of Directors' meeting at least 24 hours before the meeting.

13. Telephonic Conferences. A Director may participate in a meeting of Directors by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

14. Informal Action. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Club and the writing or writings evidencing the consent are filed with the Secretary of the Club, the action shall be as valid as though it had been authorized at a meeting of the Board.

15. Compensation. Directors as such, shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to exclude any Director from serving the Club in any other capacity and receiving compensation therefore.

16. Monies. All funds collected or received by this Club shall be used for the purpose for which the Club was formed and in no event shall any profit accrue to the individual members, Directors, or officers. All monies collected or received shall be under the jurisdiction of the Directors and the amended budget shall be passed by a majority of the Board of Directors as provided by Article VII, Section ~~18~~19 of these bylaws.

17. Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if the consent in writing, setting forth the action to be taken, shall be signed before such action by all of the Directors.

18. Presumption of Assent. A Director of the Club who is present at the meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be noted in the minutes of the meeting unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

19. Quorum. A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

The Directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting shall be the act of the Board, provided a quorum is present.

The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Club as they may deem proper, not inconsistent with law or these Bylaws.

20. Parliamentary Authority. The rules contained in Robert's Rules of Order shall govern the proceedings of this Club not otherwise specified in the Bylaws.

ARTICLE VIII OFFICERS

1. Designation. The principal officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. Such other officers and assistant officers as maybe deemed necessary may be elected or appointed by the Board of Directors.

The President, Vice President, Treasurer and Secretary shall serve as the four permanent members of the Executive Committee. Two additional directors will serve on the Executive Committee as elected during the Board of Directors' annual meeting.

2. Election and Term of Office. The Board of Directors shall elect at each annual meeting from its own number the four principal officers of the Club. Each officer shall be elected for a two-year term; provided, however, that in each case officers shall continue to serve until their successors shall be elected and shall qualify. No officer may be elected to serve more than two consecutive two-year terms in the same principal office.

3. Vacancies. A vacancy in any principal office caused by reason of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the balance of the unexpired term of the predecessor in office.

4. President. The President shall preside at all meetings of the Board of Directors and Executive Committee. He/She shall exercise such duties as customarily pertain to the office of the President and shall perform such other duties as may be prescribed from time to time by the Board of Directors, the Executive Committee, or by these Bylaws. The President shall serve as a member of all standing committees established by the Board of Directors, and shall be accorded the same rights and privileges as any other committee member, including but not necessarily limited to the right to make, second and amend motions, and the right to vote on any issues coming before any such committee.

5. Vice-President. During the absence or incapacity of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the responsibilities of the office of the President. The Vice-President shall also perform such duties and functions as the Board of Directors, the Executive Committee, the President, or these Bylaws may prescribe.

6. Secretary. The Secretary shall attend all meetings of the Directors and shall keep or cause to be kept a true and complete record of proceedings of those meetings. The Secretary shall keep the corporate seal of the Club, and when directed by the Board of Directors, shall affix it to any instrument requiring it. He or she shall give or cause to be given, notice of all meetings of the Directors and shall perform all additional duties the Board of Directors and President may from time to time prescribe.

7. Treasurer. The Treasurer shall have access to all financial records of the Club and shall have general supervision of the Club's finances. Acting with the President, the Treasurer shall be responsible for the presentation to the Board of Directors, a true and accurate accounting of all financial transactions. The Treasurer shall also perform such duties and functions as the Board of Directors, the Executive Committee, the President or these Bylaws may prescribe.

8. Delegation of Duties. Whenever an officer is absent or for whatever reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of the absent officer to any other officer or officers or to any Director or Directors.

ARTICLE IX COMMITTEES

1. Duties and Powers. Committees may be established by the Board of Directors. The President shall appoint the members of the respective committees or delegate the appointment authority to another person or persons. Any committee member may be removed by the person or persons authorized to appoint such committee members whenever the best interests of the Club shall be served by such removal.

2. Terms of Office. Each member of the committee shall continue as such until a successor is appointed unless the committee shall be terminated or unless such member be removed from such committee.

3. Committee Chairman. One member of each committee shall be appointed committee chairperson by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies of the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Quorum. Unless otherwise provided by the Board of Directors, a quorum shall not be necessary for a committee to conduct its business, except where such committee has been delegated the authority to act on behalf of the Club in which case a quorum shall be required before such action may be taken.

6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or the rules adopted by the Board of Directors.

ARTICLE X EXECUTIVE COMMITTEE

1. Duties and Powers. The Executive Committee shall assume, possess and exercise all the powers of the Board of Directors in the general management and operation of the business of the Club during the intervals between meetings of the Board of Directors or when it is impractical or impossible to a call a meeting of the full Board of Directors. The Executive Committee shall be charged with the responsibility to oversee and implement the policies as set by the Board of Directors. To the extent not delegated elsewhere or otherwise, the Executive Committee shall manage all personnel issues, carry out routine or recurring actions and decisions as required to reasonably operate the Club. All proceedings of the Executive Committee shall be reported to the Board of Directors at the Board's next succeeding meeting, and shall be subject to revision, revocation or ratification by the Board, provided no irrevocable or vested rights of third parties shall be affected by such revision or alteration.

2. Membership and Term of Office. The Executive Committee shall be comprised of the four principal officers of the Club and two other members who shall be elected from among the membership of the Board of Directors by a majority vote of the Board at its annual meeting. One of the members so elected shall be the immediate past President of the Club, so long as that person remains on the Board of Directors as a qualifying member for the ensuing year. Those elected to membership shall be elected for a two-year term.

3. Vacancies. Whenever any vacancy shall occur in the Executive Committee by reason of death, resignation or otherwise, it may be filled by a majority vote of the Board of Directors for the balance of the unexpired term of the predecessor in office at the next regular meeting or at a special meeting of the Board of Directors called for that purpose.

4. Quorum. Meetings of the Executive Committee shall be held at the call of the President at such hour and at such place and upon such notice as the President may deem proper. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held.

In the transaction of business the act of a majority present at a meeting shall be the act of the Executive Committee, provided a quorum is present. The members of the Executive Committee may adopt such rules and regulations for the conduct of their meetings as they may deem proper, not inconsistent with the law or these Bylaws.

5. Informal Action by Executive Committee. Any business, the transaction of which requires the voted approval of the Executive Committee, may be approved outside of a meeting of that Committee by securing an affirmative vote thereon in writing from at least five members of the Executive Committee. Any action thus approved shall have the same force and effect as if approved by a majority vote at any meeting of the Executive Committee.

ARTICLE XI AD HOC COMMITTEES

The Board, the Executive Committee, or the President may from time to time appoint such other committees as are deemed necessary to the operation of the business of the Club. At least a majority of the membership of any such committee shall be appointed from among the membership of the Board of Directors. Any such committee shall have such powers and duties as are prescribed by the Board of Directors and shall continue to operate at the pleasure of those creating it.

**ARTICLE XII
FISCAL YEAR**

The Board of Directors shall have power to fix, and from time to time change, the fiscal year of the Club. Unless otherwise fixed by the Board of Directors, the fiscal year shall commence on the first day of July and end on the thirtieth day of June in each year.

**ARTICLE XIII
CORPORATE SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall inscribe thereon the name of the Club and the state of incorporation as impressed herein.

**ARTICLE XIV
EXECUTIVE DIRECTOR DIRECTOR OF BUSINESS OPERATIONS
AND DIRECTOR OF SOCCER OPERATIONS**

The Club shall employ a Director of Business Operations and Director of Soccer Operations ~~Executive Director~~ who shall be responsible in general for the implementation and administration of the programs, policies and activities of the Club as established by the Board of Directors, and who shall be subject to the Board's direct supervision and control. The ~~Executive~~ Director of Business Operations and Director of Soccer Operations shall perform such specific duties and exercise such specific powers as may be provided in a contract of employment with the Club and as may be prescribed from time to time by the Board of Directors. The ~~Executive Director~~ Director of Business Operations and Director of Soccer Operations shall be a non-voting member~~s~~ of the Board of Directors. ~~The Executive Director shall serve as a non-voting member of all standing committees established by the Board of Directors.~~

**ARTICLE XV
EX-OFFICIO BOARD MEMBERS**

Notwithstanding the other Articles in the Bylaws, the Board of Directors may from time to time, designate certain membership to the Club's Board as ex-officio members. Those members shall include but are not limited to: Director of Sioux Falls Parks and Recreation Department.

These memberships will not hold privileges and or voting capabilities but will serve as resources to the Board of Directors.

**ARTICLE XVI
INDEMNIFICATION OF OFFICERS,
DIRECTORS, COMMITTEE MEMBERS AND EMPLOYEES**

The Club shall indemnify and hold harmless each officer, Director, Committee person or employee of the Club against and from all loss, cost, and reasonable expense hereafter incurred by him/her in the payment, settlement, and defense of any claim, suit or proceeding brought against

such person because such person is or has been such officer, director, committee person or employee, or because of any action alleged to have taken or omitted by him as officer, director, committee person or employee. The rights of indemnification and exonerate occurring under this article may apply whether or not such person continues to be an officer, director, committee person or employee at the time any loss, cost or expense is suffered or incurred. Such rights shall not apply to any manners as to which such officer, director, committee person, or employee shall be adjudged and final judgment in such suit or proceeding to not have acted in good faith or in a manner he reasonably believed to be in and not opposed to the best interest of the Club, and if the suit or proceeding is a criminal one, when such officer, director, committee person, or employee had reasonable cause to believe his/her conduct was unlawful.

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We the undersigned, being the President and Secretary, respectively, of Dakota Alliance Soccer Club, do hereby certify that the foregoing Bylaws were duly approved and adopted as the Bylaws of the Club on this the _____ day of June, 2019.

Russ Townsend, President

Kelli Fagemess, Secretary